

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff

v.

MATTHEW GROOM,

Defendant

Civil Action No. 1:24-cv-12621

**DEFENDANT MATTHEW GROOM’S MEMORANDUM
IN RESPONSE TO DECEMBER 6, 2024 COURT ORDER**

On December 6, 2024, this Honorable Court ordered the parties to submit a joint memorandum in support of the Plaintiff’s motion for approval of the parties’ proposed consent judgment. The parties made notable attempts to come to an agreement on the language of such a memorandum, but have been unable to do so. After multiple failed attempts at a joint memorandum, the Plaintiff filed a memorandum on January 18, 2025. Given the robust procedural history and case law laid out in the Plaintiff’s memorandum, Mr. Groom herein echoes the request that this Court adopt the settlement proposed by the parties.

While Mr. Groom declines to adopt the factual allegations laid out in the Complaint or the Plaintiff’s memorandum, he nonetheless asserts that adopting the parties’ settlement proposal is in the interests of justice and of the parties. Like many litigants, the parties in this matter have elected to avoid the uncertainties, long delays, and legal costs associated with litigation, in favor of an early settlement. *See, e.g., Amchem Prods., Inc. v. Windsor*, 521 U.S. 591, 638 (1997).

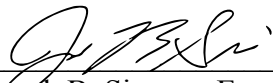
Mr. Groom recognizes that this Court is not “merely a ‘rubber stamp.’” *S.E.C. v. Levine*, 881 F.2d 1165, 1181 (2d Cir. 1989). Rather, this Court must determine whether the proposed settlement is fair and reasonable, and that the ‘public interest would not be disserved,’ by the settlement. *U.S.S.E.C. v. Citigroup Glob. Markets, Inc.*, 752 F.3d 285, 294 (2d Cir. 2014).

“Absent a substantial basis in the record for concluding that the proposed consent decree does not meet these requirements, the district court is required to enter the order. Id.

CONCLUSION

Where the settlement agreement is fair and reasonable, and the public interest would not be disserved, the parties request that the Court enter the Proposed Judgment.

Respectfully Submitted
For the Defendant,
Matthew Groom,



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Dated: January 25, 2025

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the CM/ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) on January 25, 2025.



Joseph B. Simons